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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 10, 2010
REGISTRATION NO. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ADVANCED CELL TECHNOLOGY, INC.
(Exact name of registrant as specified in its charter)

Delaware	2834	87-0656515
(State or jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

381 Plantation Street
Worcester, MA 01605
(510) 748-4900

(Address and telephone number of principal executive offices)

William M. Caldwell, IV
381 Plantation Street
Worcester, MA 01605
(510) 748-4900

(Name, address and telephone number of agent for service)

Copies to:

Thomas A. Rose, Esq.
David B. Manno, Esq.
Sichenzia Ross Friedman Ference LLP
61 Broadway, 32 nd Floor
New York, New York 10006
(212) 930-9700
(212) 930-9725 (fax)

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

(COVER CONTINUES ON FOLLOWING PAGE)



On February 18, 2010, pursuant to the second closing under the Subscription Agreement, the Company sold to the Subscribers, Notes in the aggregate principal amount of \$2,076,451, for an aggregate purchase price of \$1,730,375 (including \$45,376 paid for by forgiveness of legal fees) and issued 13,808,400 Class A Warrants.

In connection with the second closing under the Subscription Agreement, on February 18, 2010, the Company issued 250,000 shares of common stock, valued at \$25,000, to Momona Capital LLC, as a due diligence fee.

JMJ Notes Transaction

On January 19, 2010, the Company issued and sold a convertible promissory note ("JMJ Note 1") in the principal amount of \$1,200,000 for a purchase price of \$1,000,000 to JMJ Financial (reflecting a 16.67% original issue discount) in a private placement. The Company shall pay a one-time interest payment of 10% of the principal of JMJ Note 1 which is due on the maturity date of JMJ Note 1, which is January 19, 2013. JMJ Note 1 is convertible into shares of the Company's common stock at a conversion price of the lesser of (i) \$.25 per share or (ii) eighty percent of the average of the three lowest trade prices in the 20 trading days prior to the conversion.

On March 30, 2010, the Company issued and sold a \$600,000 unsecured convertible note ("JMJ Note 2") to JMJ Financial, for a purchase price of \$500,000 (reflecting a 16.67% original issue discount) in a private placement. JMJ Financial shall pay the purchase price of JMJ Note 2 within 5 business days of the filing a registration statement covering the shares of common stock underlying JMJ Note 2. The Company shall pay a one-time interest payment of 10% of the principal of the promissory note which is due on the maturity date of the promissory note, which is March 30, 2013. JMJ Note 2 is convertible into shares of the Company's common stock at a conversion price of the lesser of (i) \$.10 per share or (ii) eighty five percent of the average of the three lowest trade prices in the 20 trading days prior to the conversion.

On March 30, 2010, the Company issued and sold a \$1,200,000 unsecured convertible note ("JMJ Note 3") to JMJ Financial, for a purchase price of \$1,000,000 (reflecting a 16.67% original issue discount) in a private placement. JMJ Financial shall pay the purchase price of JMJ Note 3 within 5 business days of the filing a registration statement covering the shares of common stock underlying JMJ Note 3. The Company shall pay a one-time interest payment of 10% of the principal of JMJ Note 3 which is due on the maturity date of JMJ Note 3, which is March 30, 2013. JMJ Note 3 is convertible into shares of the Company's common stock at a conversion price of the lesser of (i) \$.10 per share or (ii) eighty five percent of the average of the three lowest trade prices in the 20 trading days prior to the conversion.

On March 30, 2010, the Company issued and sold a \$1,700,000 unsecured convertible note ("JMJ Note 4", and together with the JMJ Note 1, JMJ Note 2, JMJ Note 3, and JMJ Note 4, the "JMJ Notes") to JMJ Financial, for a purchase price of \$1,500,000 (reflecting a 11.76% original issue discount) in a private placement. JMJ Financial shall pay the purchase price of JMJ Note 4 within 5 business days of the filing a registration statement covering the shares of common stock underlying JMJ Note 4. The Company shall pay a one-time interest payment of 10% of the principal of JMJ Note 4 which is due on the maturity date of JMJ Note 4, which is March 30, 2013. JMJ Note 4 is convertible into shares of the Company's common stock at a conversion price of the lesser of (i) \$.10 per share or (ii) eighty five percent of the average of the three lowest trade prices in the 20 trading days prior to the conversion.

In connection with the issuance of the JMJ Notes, on March 30, 2010, the Company entered into a letter agreement (the "JMJ Letter Agreement") with the JMJ Financial, pursuant to which, JMJ Financial agreed that, notwithstanding the terms of the JMJ Notes, any conversion JMJ Financial effects of the JMJ Notes will be at a conversion price of not lower than \$0.10, and the Company agreed that, if JMJ Financial effects any conversion of the JMJ Notes at a conversion price of \$0.10, the Company will add a "Make Whole Amount" to the balance of the applicable JMJ Note. Under the JMJ Letter Agreement, the Make Whole Amount is defined as the difference between \$0.10 and the conversion price that would otherwise be applicable under the JMJ Notes, times the number of shares being converted.

In connection with the issuance of the JMJ Notes, on March 30, 2010, the Company entered into a registration rights agreement (the "Registration Rights Agreement") with JMJ Financial. Pursuant to the Registration Rights Agreement, the Company agreed to file, no later than May 20, 2010, a registration statement covering the shares of common stock underlying the JMJ Notes.

This prospectus includes (i) 20,764,510 shares of the Company's common stock issuable upon conversion of the Notes sold at the second closing under the Subscription Agreement, (ii) 13,808,400 shares of common stock issuable upon exercise of the Class A Warrants issued at the second closing under the Subscription Agreement, and (iii) 51,700,000 shares of common stock issuable upon conversion of the JMJ Notes (including \$4,700,000 in principal and shares underlying principal and \$470,000 in interest), based on a conversion price of \$0.10.

This prospectus also includes an additional 3,653,320 shares of common stock underlying warrants as follows:

- 29,412 shares of common stock issuable upon exercise of warrants, with an exercise price of \$0.10, issued to WRW Investments, L.P., on January 28, 2005, in connection with a \$50,000 promissory note financing. The warrants terminate on December 31, 2010.
- 28,746 shares of common stock issuable upon exercise of warrants, with an exercise price of \$0.10, issued to Anthem Venture Management, LLC, on January 28, 2005, for legal bills paid on behalf of the Company. The warrants terminate on December 31, 2010.
- 100,000 shares of common stock issuable upon exercise of warrants, with an exercise price of \$0.05, issued to Anthem Venture Management, LLC, on August 17, 2004, for services. The Warrants terminate on December 31, 2010.
- 31,029 shares of common stock issuable upon exercise of warrants, with an exercise price of \$0.10, issued to Anthem Venture Management, LLC, on January 28, 2005, for services. The warrants terminate on December 31, 2010.
- 100,000 shares of common stock issuable upon exercise of warrants, with an exercise price of \$0.05, issued to WRW Investments, L.P., on August 17, 2004, in connection with a \$50,000 bridge note. The warrants terminate on December 31, 2010.
- 50,000 shares of common stock issuable upon exercise of warrants, with an exercise price of \$0.10, issued to WRW Investments, L.P., on October 30, 2004, in connection with a \$50,000 bridge note. The warrants terminate on December 31, 2010.
- 61,315 shares of common stock issuable upon exercise of warrants, with an exercise price of \$0.10, issued to WRW Investments, L.P., on January 28, 2005, for consulting services. The warrants terminate on December 31, 2010.
- 29,412 shares of common stock issuable upon exercise of warrants, with an exercise price of \$0.10, issued to WRW Investments, L.P., on December 30, 2004, in connection with a \$50,000 financing. The warrants terminate on December 31, 2010.
- 649,875 shares of common stock issuable upon exercise of warrants, with an exercise price of \$0.10, issued to Public Venture Investors, LLC, on December 30, 2004, for services. The warrants terminate on December 30, 2014.
- 600,000 shares of common stock issuable upon exercise of warrants, with an exercise price of \$0.10, issued to Asiate Partners, LLC, on December 30, 2004, for services. The warrants terminate on December 30, 2014.